



KIRAN VYAPAR
LIMITED

Familiarization programme

Approved By: [●] Board of Directors

Policy Owner : [●] Company Secretary

Subject <u>Familiarization programme</u>	Original Issue Date : 28.03.2019	Effective Date : 28.03.2019
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Base Document	:	<u>Familiarization programme</u>
Initial Document Prepared by	:	Mr. P.K Ojha
Functional aspects Checked by	:	Mr. P.K Ojha
Governing Guideline/Policy	:	<u>Familiarization programme</u>

KIRAN VYAPAR LIMITED

Familiarization programme for Independent Directors pursuant to Part III of Schedule IV of Companies Act, 2013 and regulation 25(7) of the SEBI (LODR) Regulations, 2015

Preamble:

In accordance with the requirement of Regulation 25 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Schedule IV of the Companies Act, 2013, the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programs.

OBJECTIVES

To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company – its operations, business, industry and environment in which it functions and to update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

Determination of qualification, positive attributes and independence test for the Independent Directors of Kiran Vyapar Limited (“KVL”) to be appointed.

1. The role and duties of the Independent Director shall be clearly specified by highlighting the committees they are expected to serve on, as well as the expectations of the Board from them;
2. At the time of selection, the Nomination and Remuneration Committee shall evaluate balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. The Independent Director shall confirm having read and complied with the KVL’s Code of Conduct. They shall also need to confirm and sign the Independence Test;
4. To familiarize the new Independent Directors to KVL, an induction kit shall usually be shared with them. The kit shall include at the minimum –
 - Nature of the industry in which KVL operates;
 - Business model of KVL;
 - Mission, Vision and Values of KVL
 - Group Business Structure
 - Brief profile of the Board of Directors

- Roles, rights, responsibilities of independent directors;
 - Composition of Committees of the Board
 - Brief profile of Senior Managerial Personnel
 - Recent Press Releases
 - Investor Presentation, if any
 - Latest Annual Report
 - Latest Shareholding Pattern and Shareholders holding more than 5% of shares
 - Codes and Policies
 - Remuneration payable to Directors
 - any other relevant information as the Board may deem fit.
5. MD along with Company Secretary shall be involved in the familiarization / induction process for the Independent Director/s;
 6. During the familiarization process, MD shall usually share the organization details, vision and strategy for the organization as well as his expectations from the Senior Management Personnel; any inputs made by Independent Directors shall be considered appropriately;
 7. MD and the Company Secretary shall interact closely with the joinee Independent Director to share the values, culture, and introduction to other key personnel in the organization;
 8. The Independent Directors shall be regularly updated with the regulatory changes applicable to the Company, during the tenure of their appointment;
 9. In case, any input from any other Board member is required on the familiarization, a detailed interaction shall be planned and conducted with them as well.
 10. Every independent director shall, at the first meeting of the board in which he participates as a director and thereafter at the first meeting of the board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, submit a declaration that he meets the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. The veracity of such declaration shall be assessed by the board of directors of KVL and shall be taken on record.

Note: Familiarization Programme has been reviewed and approved by the Board of Directors of the Company at its meeting held on 14.02.2025

Place: Kolkata

Date:14.02.2025